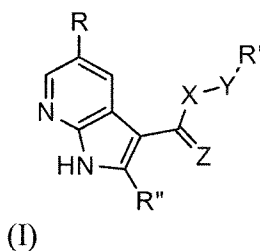


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings, of claims in this application.

**Listing of claims:**

1. (Currently amended) A compound of formula (I):



wherein:

R stands for phenyl or naphthyl carbocyclyl, substituted carbocyclyl, heterocyclyl, or substituted heterocyclyl, wherein

~~the optionally substituted carbocyclyl or optionally substituted heterocyclyl group is optionally fused to an unsaturated, partially unsaturated or fully saturated five to seven membered ring containing zero to three heteroatoms;~~

each substitutable carbon atom in R, including the optional fused ring, is optionally and independently substituted by one or more of ~~C<sub>1-12</sub> alkyl, carbocyclyl, or heterocyclyl~~, halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, or NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined below; and wherein:

~~the C<sub>1-12</sub> alkyl optionally incorporates one or two insertions selected from the group consisting of O, C(O), N(R<sup>2</sup>), S(O) and S(O<sub>2</sub>) wherein each R<sup>2</sup> may be the same or different and is as defined below;~~

~~the C<sub>1-12</sub>-alkyl, carbocyclyl, or heterocyclyl group is optionally substituted by one or more of halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>; wherein each R<sup>2</sup> may be the same or different and is as defined below and~~

~~the carbocyclyl, or heterocyclyl group is optionally substituted by one or more C<sub>1-12</sub>-alkyl;~~

~~each saturated carbon in the optional fused ring is further optionally and independently substituted by -O, -S, -NNHR<sup>2</sup>, -NNR<sup>2</sup>R<sup>2</sup>, -NOR<sup>2</sup>, -NNHCOR<sup>2</sup>, -NNHCO<sub>2</sub>R<sup>2</sup>, -NNSO<sub>2</sub>R<sup>2</sup>, or -NR<sup>2</sup>; wherein each R<sup>2</sup> may be the same or different and is as defined below; and~~

~~each substitutable nitrogen atom in R is optionally substituted by R<sup>3</sup>, COR<sup>2</sup>, SO<sub>2</sub>R<sup>2</sup> or CO<sub>2</sub>R<sup>2</sup>; wherein each R<sup>2</sup> and R<sup>3</sup> may be the same or different and is as defined below;~~

~~R<sup>2</sup> is hydrogen, or C<sub>1-12</sub> alkyl; or aryl, optionally substituted by one or more of C<sub>1-4</sub> alkyl, halogen, C<sub>1-4</sub> haloalkyl, OR<sup>4</sup>, SR<sup>4</sup>, NO<sub>2</sub>, CN, NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CONR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CO<sub>2</sub>R<sup>4</sup>, CO<sub>2</sub>R<sup>4</sup>, COR<sup>4</sup>, CONR<sup>4</sup>, S(O)<sub>2</sub>R<sup>4</sup>, SONH<sub>2</sub>, S(O)R<sup>4</sup>, SO<sub>2</sub>NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>S(O)<sub>2</sub>R<sup>4</sup>; wherein the C<sub>1-12</sub> alkyl group optionally incorporates one or two insertions selected from the group consisting of O, N(R<sup>4</sup>), S(O) and S(O<sub>2</sub>), wherein each R<sup>4</sup> may be the same or different and is as defined below;~~

~~R<sup>3</sup> is C<sub>1-12</sub> alkyl or aryl, optionally substituted by one or more of C<sub>1-4</sub> alkyl, halogen, C<sub>1-4</sub> haloalkyl, OR<sup>4</sup>, SR<sup>4</sup>, NO<sub>2</sub>, CN, NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CONR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CO<sub>2</sub>R<sup>4</sup>, CO<sub>2</sub>R<sup>4</sup>, COR<sup>4</sup>, CONR<sup>4</sup>, S(O)<sub>2</sub>R<sup>4</sup>, SONH<sub>2</sub>, S(O)R<sup>4</sup>, SO<sub>2</sub>NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>S(O)<sub>2</sub>R<sup>4</sup>; wherein the C<sub>1-12</sub> alkyl group optionally incorporates one or two insertions selected from the group consisting of O, N(R<sup>4</sup>), S(O) and S(O<sub>2</sub>), wherein each R<sup>4</sup> may be the same or different and is as defined below;~~

~~R<sup>4</sup> is hydrogen, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> haloalkyl;~~

R' is C<sub>1-12</sub> alkyl, C<sub>2-12</sub> alkenyl, C<sub>2-12</sub> alkynyl, carbocyclyl or heterocyclyl, each of which is optionally substituted, wherein:

the optionally substituted carbocyclyl or heterocyclyl group is optionally fused to one to three unsaturated, partially unsaturated or fully saturated five to seven membered rings containing zero to three heteroatoms,

each substitutable carbon atom in R', including the optional fused ring, is optionally and independently substituted by one or more of C<sub>1-12</sub> alkyl, C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, heteroaryl, halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above; and wherein:

~~the C<sub>1-12</sub> alkyl group optionally incorporates one or two insertions selected from the group consisting of O, C(O), N(R<sup>2</sup>), S(O) and S(O<sub>2</sub>), wherein each R<sup>2</sup> may be the same or different and is as defined above;~~

~~the C<sub>1-12</sub> alkyl, C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, or heteroaryl groups are optionally substituted by one or more of halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above; and~~

~~the C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, or heteroaryl groups are optionally substituted by one or more C<sub>1-12</sub> alkyl groups;~~

~~each saturated carbon in R', including the optional fused ring, is further optionally and independently substituted by =O, =S, NNR<sup>2</sup>R<sup>2</sup>, =NOR<sup>2</sup>, =NNHCOR<sup>2</sup>, =NNHCO<sub>2</sub>R<sup>2</sup>, =NNSO<sub>2</sub>R<sup>2</sup>, or =NR<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above; and~~

~~each substitutable nitrogen atom in R' is optionally substituted by R<sup>3</sup>, COR<sup>2</sup>, SO<sub>2</sub>R<sup>2</sup> or CO<sub>2</sub>R<sup>2</sup> wherein each R<sup>2</sup> and R<sup>3</sup> may be the same or different and is as defined above;~~

R'' is hydrogen, or C<sub>1-12</sub> alkyl;[[,]] carbocyclyl or heterocyclyl, each of which is optionally substituted, wherein:

~~the said carbocyclyl or heterocyclyl is optionally fused to one to three unsaturated, partially unsaturated or fully saturated five to seven membered ring containing zero to three heteroatoms;~~

~~each substitutable carbon atom in R'', including the optional fused ring, is optionally and independently substituted by one or more of C<sub>1-12</sub> alkyl, C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, heteroaryl, halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined below and wherein:~~

~~the C<sub>1-12</sub> alkyl group optionally incorporate one or two insertions selected from the group consisting of O, C(O), N(R<sup>2</sup>), S(O) and S(O<sub>2</sub>);~~

~~the C<sub>1-12</sub> alkyl, C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, and heteroaryl groups are optionally substituted by one or more of halogen, haloalkyl, unsaturated or partly saturated cycloalkyl, aryl, or heteroaryl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above; and~~

~~the C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, and heteroaryl groups, are optionally substituted by one or more C<sub>1-12</sub> alkyl~~

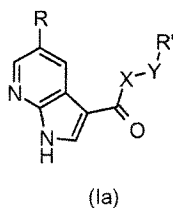
~~each saturated carbon in R'', including the optional fused ring, is further optionally and independently substituted by =O, =S, NNR<sup>2</sup>R<sup>2</sup>, =NOR<sup>2</sup>, =NNHCOR<sup>2</sup>, =NNHCO<sub>2</sub>R<sup>2</sup>, =NNSO<sub>2</sub>R<sup>2</sup>, or =NR<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above; and~~

~~each substitutable nitrogen atom in R'' is optionally substituted by R<sup>3</sup>, COR<sup>2</sup>, SO<sub>2</sub>R<sup>2</sup> or CO<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> and R<sup>3</sup> may be the same or different and is as defined above;~~

- X is  $\text{NR}^5$ ;  $\text{O}$ ,  $\text{S}$  or  $\text{C}_{1-4}$  alkylene that is optionally substituted by one or more of halogen, haloalkyl,  $\text{OR}^2$ ,  $\text{SR}^2$ ,  $\text{NO}_2$ ,  $\text{CN}$ ,  $\text{NR}^2\text{R}^2$ ,  $\text{NR}^2\text{COR}^2$ ,  $\text{NR}^2\text{CONR}^2\text{R}^2$ ,  $\text{NR}^2\text{COR}^2$ ,  $\text{NR}^2\text{CO}_2\text{R}^2$ ,  $\text{CO}_2\text{R}^2$ ,  $\text{COR}^2$ ,  $\text{CONR}^2\text{R}^2$ ,  $\text{S(O)}_2\text{R}^2$ ,  $\text{SONH}_2$ ,  $\text{S(O)R}^2$ ,  $\text{SO}_2\text{NR}^2\text{R}^2$ ,  $\text{NR}^2\text{S(O)}_2\text{R}^2$ , wherein each  $\text{R}^2$  may be the same or different and is as defined above and  $\text{R}^5$  is H,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkoxy,  $\text{C}_{1-4}$  haloalkyl or  $\text{C}_{1-4}$  haloalkyl; and
- Y is absent or is  $\text{NR}^6$ ,  $\text{O}$ ,  $\text{CR}^6\text{R}^6$ , or  $\text{C}_{1-4}$  alkylene wherein each  $\text{R}^6$  may be the same or different and is H, or  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkoxy or  $\text{C}_{1-4}$  haloalkyl; and
- Z is  $\text{O}$ ,  $\text{S}$  or  $\text{NR}^7$  wherein each  $\text{R}^7$  may be the same or different and is hydrogen,  $\text{C}_{1-4}$  alkyl optionally substituted with one or more of halide,  $\text{OR}^8$ ,  $\text{NR}^8\text{R}^8$  or aryl, where each  $\text{R}^8$  may be the same or different and stand for H,  $\text{C}_{1-4}$  alkyl,  $\text{C}_{1-4}$  alkoxy,  $\text{C}_{1-4}$  haloalkyl or  $\text{C}_{1-4}$  haloalkoxy;

or and the pharmaceutically acceptable salts, and other pharmaceutically acceptable biohydrolyzable derivatives thereof selected from the group comprising esters, amides, carbamates, carbonates, ureides, solvates, hydrates, affinity reagents and prodrugs thereof.

2. (Currently Amended) A compound as claimed in claim 1, having the formula (Ia);



wherein

R stands for phenyl or naphthyl carboecycyl, substituted carboecycyl, heterocycyl, or substituted heterocycyl, wherein

~~the optionally substituted carboecycyl or optionally substituted heterocycyl group is optionally fused to an unsaturated, partially unsaturated or fully saturated five to seven membered ring containing zero to three heteroatoms,~~

each substitutable carbon atom in R, including the optional fused ring, is optionally and independently substituted by one or more of ~~C<sub>1-12</sub> alkyl, carbocyclyl, or heterocyclyl,~~ halogen, haloalkyl, ~~OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>~~, wherein each R<sup>2</sup> may be the same or different and is as defined below and wherein:

~~the C<sub>1-12</sub> alkyl optionally incorporates one or two insertions selected from the group consisting of O, C(O), N(R<sup>2</sup>), S(O) and S(O<sub>2</sub>) wherein each R<sup>2</sup> may be the same or different and is as defined below;~~

~~the C<sub>1-12</sub> alkyl, carbocyclyl, or heterocyclyl group is optionally substituted by one or more of halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>; wherein each R<sup>2</sup> may be the same or different and is as defined below and~~

~~the carbocyclyl, or heterocyclyl group is optionally substituted by one or more C<sub>1-12</sub> alkyl,~~

~~each saturated carbon in the optional fused ring is further optionally and independently substituted by -O, -S, -NNHR<sup>2</sup>, -NNR<sup>2</sup>R<sup>2</sup>, -NOR<sup>2</sup>, -NNHCOR<sup>2</sup>, -NNHCO<sub>2</sub>R<sup>2</sup>, -NNSO<sub>2</sub>R<sup>2</sup>, or -NR<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined below; and~~

~~each substitutable nitrogen atom in R is optionally substituted by R<sup>3</sup>, COR<sup>2</sup>, SO<sub>2</sub>R<sup>2</sup> or CO<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> and R<sup>3</sup> may be the same or different and is as defined below;~~

R<sup>2</sup> is hydrogen, or C<sub>1-12</sub> alkyl or aryl, optionally substituted by one or more of ~~C<sub>1-4</sub> alkyl, halogen, C<sub>1-4</sub> haloalkyl, OR<sup>4</sup>, SR<sup>4</sup>, NO<sub>2</sub>, CN, NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CONR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CO<sub>2</sub>R<sup>4</sup>, CO<sub>2</sub>R<sup>4</sup>, COR<sup>4</sup>, CONR<sup>4</sup>, S(O)<sub>2</sub>R<sup>4</sup>, SONH<sub>2</sub>, S(O)R<sup>4</sup>, SO<sub>2</sub>NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>S(O)<sub>2</sub>R<sup>4</sup>~~, wherein the C<sub>1-12</sub> alkyl group optionally incorporates one or two insertions selected from the group consisting of ~~O, N(R<sup>4</sup>), S(O) and S(O<sub>2</sub>)~~, wherein each R<sup>4</sup> may be the same or different and is as defined below;

~~R<sup>3</sup> is C<sub>1-12</sub> alkyl or aryl, optionally substituted by one or more of C<sub>1-4</sub> alkyl, halogen, C<sub>1-4</sub> haloalkyl, OR<sup>4</sup>, SR<sup>4</sup>, NO<sub>2</sub>, CN, NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CONR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>COR<sup>4</sup>, NR<sup>4</sup>CO<sub>2</sub>R<sup>4</sup>, CO<sub>2</sub>R<sup>4</sup>, COR<sup>4</sup>, CONR<sup>4</sup>, S(O)<sub>2</sub>R<sup>4</sup>, SONH<sub>2</sub>, S(O)R<sup>4</sup>, SO<sub>2</sub>NR<sup>4</sup>R<sup>4</sup>, NR<sup>4</sup>S(O)<sub>2</sub>R<sup>4</sup>, wherein the C<sub>1-12</sub> alkyl group optionally incorporates one or two insertions selected from the group consisting of O, N(R<sup>4</sup>), S(O) and S(O<sub>2</sub>), wherein each R<sup>4</sup> may be the same or different and is as defined below;~~

~~R<sup>4</sup> is hydrogen, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> haloalkyl;~~

R' is C<sub>1-12</sub> alkyl, C<sub>2-12</sub> alkenyl, C<sub>2-12</sub> alkynyl, carbocyclyl or heterocyclyl, each of which is optionally substituted, wherein:

the optionally substituted carbocyclyl or heterocyclyl group is optionally fused to one to three unsaturated, partially unsaturated or fully saturated five to seven membered rings containing zero to three heteroatoms,

each substitutable carbon atom in R', including the optional fused ring, is optionally and independently substituted by one or more of C<sub>1-12</sub> alkyl, C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, heteroaryl, halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above and wherein:

~~the C<sub>1-12</sub> alkyl group optionally incorporates one or two insertions selected from the group consisting of O, C(O), N(R<sup>2</sup>), S(O) and S(O<sub>2</sub>), wherein each R<sup>2</sup> may be the same or different and is as defined above;~~

~~the C<sub>1-12</sub> alkyl, C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, or heteroaryl groups are optionally substituted by one or more of halogen, haloalkyl, OR<sup>2</sup>, SR<sup>2</sup>, NO<sub>2</sub>, CN, NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>COR<sup>2</sup>, NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, CO<sub>2</sub>R<sup>2</sup>, COR<sup>2</sup>, CONR<sup>2</sup>R<sup>2</sup>, S(O)<sub>2</sub>R<sup>2</sup>, SONH<sub>2</sub>, S(O)R<sup>2</sup>, SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above; and~~

~~the C<sub>3-12</sub> cycloalkyl, C<sub>3-12</sub> heterocycloalkyl, aryl, or heteroaryl groups are optionally substituted by one or more C<sub>1-12</sub> alkyl groups;~~

~~each saturated carbon in R', including the optional fused ring, is further optionally and independently substituted by -O, -S, -N(R<sup>2</sup>)<sub>2</sub>, -N(OR<sup>2</sup>), -NNHCO<sub>2</sub>R<sup>2</sup>, -NNHCO<sub>2</sub>R<sup>2</sup>, -NNSO<sub>2</sub>R<sup>2</sup>, or -NR<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above; and~~

~~each substitutable nitrogen atom in R' is optionally substituted by R<sup>3</sup>, -COR<sup>2</sup>, -SO<sub>2</sub>R<sup>2</sup> or -CO<sub>2</sub>R<sup>2</sup> wherein each R<sup>2</sup> and R<sup>3</sup> may be the same or different and is as defined above;~~

X is NR<sup>5</sup>; ~~O, S or C<sub>1-4</sub> alkylene that is optionally substituted by one or more of halogen, haloalkyl, -OR<sup>2</sup>, -SR<sup>2</sup>, -NO<sub>2</sub>, -CN, -NR<sup>2</sup>R<sup>2</sup>, -NR<sup>2</sup>COR<sup>2</sup>, -NR<sup>2</sup>CONR<sup>2</sup>R<sup>2</sup>, -NR<sup>2</sup>COR<sup>2</sup>, -NR<sup>2</sup>CO<sub>2</sub>R<sup>2</sup>, -CO<sub>2</sub>R<sup>2</sup>, -COR<sup>2</sup>, -CONR<sup>2</sup>R<sup>2</sup>, -S(O)<sub>2</sub>R<sup>2</sup>, -SONH<sub>2</sub>, -S(O)R<sup>2</sup>, -SO<sub>2</sub>NR<sup>2</sup>R<sup>2</sup>, -NR<sup>2</sup>S(O)<sub>2</sub>R<sup>2</sup>, wherein each R<sup>2</sup> may be the same or different and is as defined above and R<sup>5</sup> is H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl or C<sub>1-4</sub> haloalkyl; and~~

Y is absent or is NR<sup>6</sup>, ~~O, CR<sup>6</sup>R<sup>6</sup>, or C<sub>1-4</sub> alkylene wherein each R<sup>6</sup> may be the same or different and is H, or C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy or C<sub>1-4</sub> haloalkyl.~~

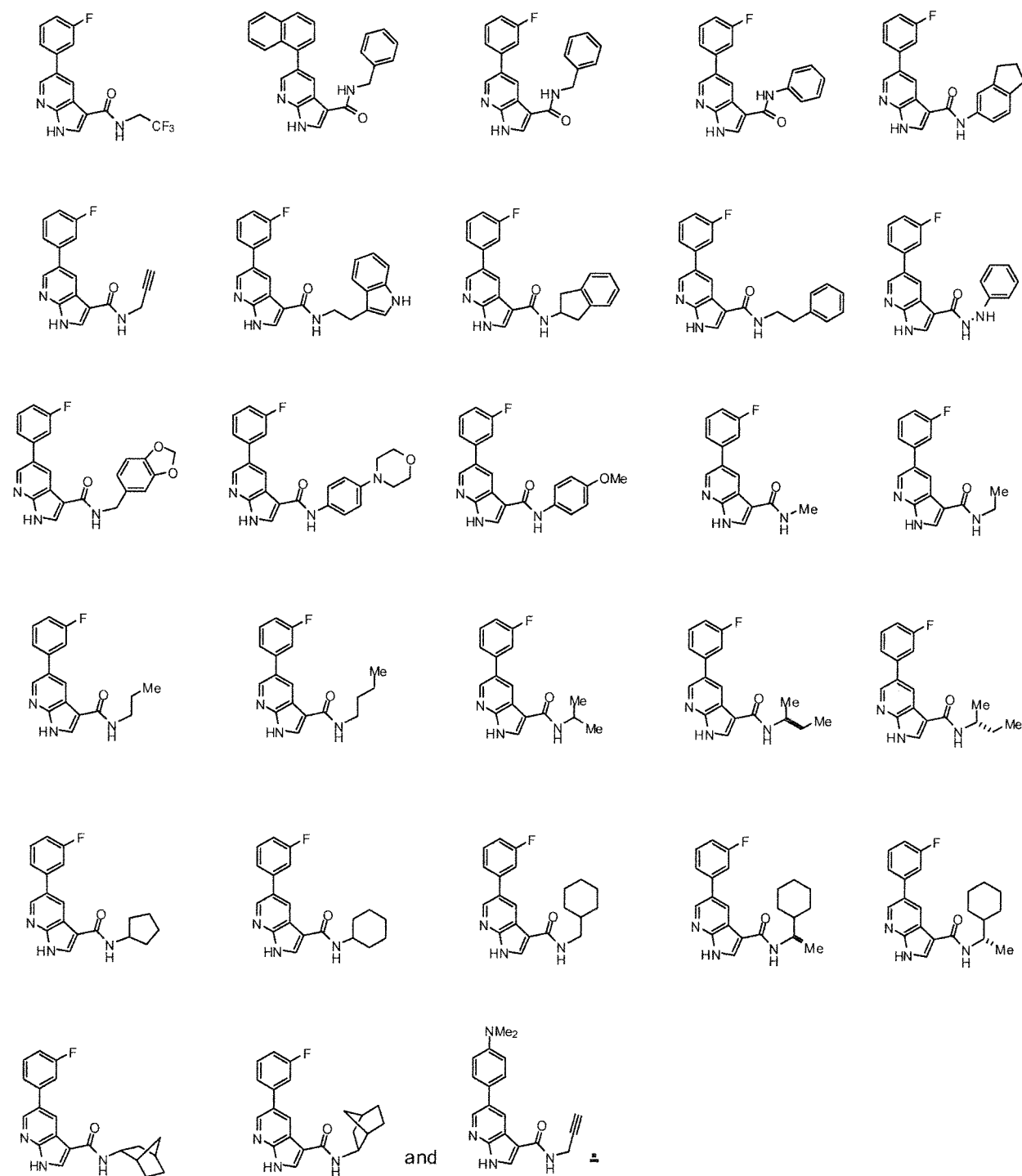
3. (Currently amended) A compound as claimed in claim 1, wherein R is phenyl or naphthyl ~~an aryl or heteroaryl radical~~, optionally substituted with one or more of alkyl, haloalkyl, halogen, ~~OR<sup>9</sup>, -SR<sup>8</sup>, -SOR<sup>9</sup>, or N(R<sup>9</sup>)<sub>2</sub>~~, wherein each R<sup>9</sup> may be the same or different and stand for hydrogen, or C<sub>1-4</sub> alkyl or haloalkyl.

4. (Canceled)

5. (Currently Amended) A compound as claimed in claim 1 ~~[[4]]~~, wherein R is phenyl substituted in the 3-(meta) position.



6. (Currently amended) A compound as claimed in claim 1 ~~[[4]]~~, wherein R is phenyl or naphthyl ~~substituted aryl~~ and the substituent is F, Cl, Br, haloalkyl, or alkyl.
7. (Previously Presented) A compound as claimed in claim 1, wherein R' is C<sub>1-4</sub> alkyl, alkenyl or alkynyl.
8. (Original) A compound as claimed in claim 7, wherein Y stands for an alkylene group.
9. (Currently amended) A compound as claimed in claim 1, wherein R' stands for aryl, or a heteroaryl containing up to 3 hetero atoms, or a cycloalkyl or heterocycloalkyl group, each of which may be fused to one or more aryl, heteroaryl, cycloalkyl or heterocycloalkyl rings, each optionally substituted by one or more of alkyl, halide ~~alkyl~~-haloalkyl, or alkoxy ~~or haloalkoxy~~.
10. (Currently amended) A compound as claimed in claim 1, wherein R'' is H, or C<sub>1-4</sub> alkyl, ~~aryl, heteroaryl, cycloalkyl or heterocycloalkyl~~.
11. (Currently amended) A compound as claimed in claim 1, wherein X is NR<sup>5</sup>, ~~most preferably NH, or a straight chain or branched C<sub>1-4</sub> alkylene~~.
12. (Currently amended) A compound as claimed in claim 1, wherein Y is either absent or a straight or ~~of~~ branched chain C<sub>1-4</sub> alkyl.
13. (Previously Presented) A compound as claimed in claim 1, wherein Y is NR<sup>6</sup>.
- 14-15. (Canceled)
16. (Currently Amended) A compound as claimed in claim 1 selected from



17-27. (Canceled).

28. (Previously Presented) A pharmaceutical composition comprising a compound as defined in claim 1 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

29. (Previously Presented) A pharmaceutical composition as claimed in claim 28 further comprising one or more other active agent.

30. (Previously Presented) A pharmaceutical composition as claimed in claim 29 wherein the composition further comprises an anti-inflammatory agent.

31. (Canceled)

32. (Currently amended) A compound as defined in claim 1, or a composition as defined in claim 28, for use in therapy.

33-63. (Canceled)

64. (Previously Presented) A compound as claimed in claim 6, wherein an R is F- substituted aryl.

65. (Previously Presented) A compound as claimed in claim 6, wherein the haloalkyl is CF<sub>3</sub>.

66. (Previously Presented) A compound as claimed in claim 6, wherein alkyl is methyl, ethyl or propyl.